

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

Genesis Global Holdco, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-10063 (SHL)

**Re: Docket Nos. 1745, 1747, 1767, 1769,  
and 1788**

**ORDER APPROVING REIMBURSEMENT OF ACTUAL,  
NECESSARY FEES AND EXPENSES INCURRED IN MAKING  
A SUBSTANTIAL CONTRIBUTION IN THESE CHAPTER 11 CASES**

Upon (i) the *Statement of the Ad Hoc Group of Genesis Lenders in Support of Reimbursement of Actual, Necessary Fees and Expenses Incurred in Making a Substantial Contribution in These Chapter 11 Cases* [Docket No. 1747] (as supplemented, including by Docket No. 1788, the “AHG Statement”), and (ii) the *Application of the Ad Hoc Group of Dollar Lenders for Entry of an Order, Pursuant to 11 U.S.C. §§ 503(b)(3)(D) and 503(b)(4), for Allowance and Reimbursement of Reasonable Professional Fees, and Actual, Necessary Expenses in Making a Substantial Contribution to These Cases* [Docket No. 1745] (as supplemented, including by Docket Nos. 1767 and 1769, the “Dollar Group Application,” and together with the AHG Statement, the “Applications”), each seeking entry of an order (this “Order”) approving certain reasonable professional fees and expenses incurred in the above-captioned cases pursuant to section 503(b) of the Bankruptcy Code; and the Court having entered that certain *Memorandum of Decision* [Docket No. 1691] (the “Memorandum Decision”),<sup>2</sup> finding, among other things, that

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s tax identification number (as applicable), are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); Genesis Asia Pacific Pte. Ltd. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 175 Greenwich Street, 38th Floor, New York, NY 10007.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Memorandum Decision.

the Ad Hoc Group has substantially contributed to these chapter 11 cases; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having considered the Applications in light of the Memorandum Decision, and all other pleadings filed in connection therewith; and notice of the Applications having been given in accordance with the Bankruptcy Rules and the Local Bankruptcy Rules for the Southern District of New York; and it appearing that no other or further notice need be provided; and the Office of the United States Trustee having considered the Applications and having no objection to the approval thereof; and the Court having held a hearing to consider the Applications; and upon the record of the hearing; and after due deliberation and sufficient cause appearing therefore:

**IT IS HEREBY FOUND AND ORDERED THAT:**

1. The Applications are GRANTED to the extent set forth herein.
2. Pursuant to section 503(b) of the Bankruptcy Code, each of the Ad Hoc Group and the Dollar Group have substantially contributed to the Debtors' estates and these Chapter 11 Cases in the amounts set forth in the Applications.
3. On the Effective Date, the Debtors shall pay, by wire transfer of immediately available funds, to Proskauer Rose LLP, as counsel for the Ad Hoc Group, (a) \$11,234,492.32 and (b) upon delivery of a fee statement, such additional amounts incurred by Proskauer Rose LLP for the period from June 1, 2024 up to and including the Effective Date. To the extent unbilled as of the Effective Date, Proskauer Rose LLP shall deliver to the Debtors, the U.S. Trustee, and the Committee copies of a statement delineating the additional fees to be reimbursed pursuant to subparagraph (b) hereof and within ten (10) Business Days thereafter, the Debtors shall satisfy such fees and expenses.

4. On the Effective Date, the Debtors shall pay, by wire transfer of immediately available funds, to Pryor Cashman LLP, as counsel for the Dollar Group, \$300,000.00.

5. This Court shall retain jurisdiction with respect to any matters, claims, rights, or disputes arising from or related to the Fee Applications or the implementation, interpretation or enforcement of this Order.

Dated: July 2, 2024  
White Plains, New York

/s/ Sean H. Lane  
HONORABLE SEAN H. LANE  
UNITED STATES BANKRUPTCY JUDGE